



No: 52 /2026/NQ-HĐQT

HCMC, October 8th, 2026

RESOLUTION

“Re. Implementation of the plan for offering additional public shares to existing shareholder “

THE BOARD OF DIRECTORS

DESIGN AND CONSTRUCTION JOINT STOCK COMPANY NO. 1

Pursuant to

- Enterprise Law No. 59/2020/QH14 dated June 17, 2020, and its implementation guidelines;
- Securities Law No. 54/2019/QH14 dated November 26, 2019 and its implementation guidelines;
- The Organizational Charter of DECOFI;
- Resolution of the 1st Extraordinary general meeting of shareholders in 2026 No. 02/2026/NQ-ĐHĐCĐ dated October 02nd 2026;
- Proposal No. 34/2026/TT/DCF-HĐQT dated September 11st, 2026 on approval the plan for the public offering of additional shares to existing shareholders;
- Minutes of the Board of Directors dated 08/10/2026.

RESOLVE

Article.1. Approving the implementation of the public share offering plan for existing shareholders in accordance with the plan approved by the 1st Extraordinary General Meeting of Shareholders in 2026 (GMS) at Resolution No. 02/2026/NQ-ĐHĐCĐ dated October 2, 2026, specifically as follows:

1. Issuing organization: Design and Construction Joint Stock Company No. 1.
2. Securities name: Design and Construction Joint Stock Company No. 1.
3. Stock symbol: DCF.
4. Type of share: Common stock.
5. Par value: VND 10.000 /share.
6. Current charter capital: VND 593.586.800.000
7. Number of shares issued: 59.358.680 shares

In which:

- + Total number of outstanding shares: 59.358.680 shares.
 - + Total number of treasury shares: 0 shares.
8. Number of shares expected to be issued: 47.486.944 shares.
 9. Expected issuance value (at par value): VND 474.869.440.000
 10. Offering price: VND 10.000 / share.
 11. Total amount of money expected to be raised from the offering: VND 474.869.440.000

12. Offering ratio: 80% (47,486,944 shares: 59,358,680 shares).
13. Form of issuance: Offering additional shares to the public for existing shareholders.
14. Eligible Offerees: Existing shareholders whose names appear on the list of shareholders as of the record date for the exercise of rights to purchase additional shares, as provided by the Vietnam Securities Depository and Clearing Corporation (VSDC) in accordance with regulations.
15. Method of Distribution: Offering to existing shareholders through the exercise of their pre-emptive rights.
16. Right Exercise Ratio: 100:80 (Shareholders owning 01 (one) share shall receive 01 (one) purchase right; 100 (one hundred) purchase right entitles the holder to purchase 80 (eighty) new share).
17. Transfer of Purchase Rights: Purchase rights may be transferred once (01) (the transferee of the purchase rights is not permitted to further transfer them to a third party). The transferor and transferee shall mutually agree upon the transfer price, handle payment, and be responsible for fulfilling all obligations in accordance with relevant regulations regarding such transfers.
18. Principle for rounding fractional shares: The number of shares offered to the public to existing shareholders shall be rounded down to the nearest whole share.

Example: As of the record date, Shareholder A holds 121 shares. Accordingly, the number of additional shares that Shareholder A is entitled to purchase is calculated as follows: $121 \times 80/100 = 96.8$ shares. After rounding down to the nearest whole share, Shareholder A is entitled to purchase 96 shares.

19. Handling of unsold shares (if any): Unsold shares are defined as those for which shareholders and/or transferees of purchase rights fail to exercise their rights (in part or in full), or shares that have been registered for purchase but for which payment was not made within the stipulated deadline, and/or for other reasons.
 - The GMS shall authorize the BOD to decide on the plan for handling any unsold shares:
 - + Target offerees and distribution method: The remaining unsold shares shall be offered by the BOD to other investors (including existing shareholders) under conditions that are no more favorable than those offered to existing shareholders. The BOD is authorized to determine the selection criteria and the list of investors eligible to purchase such remaining shares.
 - + Offering price: To be decided by the BOD at the time of the offering, but in any case, not lower than the offering price for existing shareholders.
 - + In the event that the distribution period expires in accordance with current laws (including any extensions, if applicable) and some shares remain undistributed, such shares shall be cancelled, and the BOD shall decide to conclude the offering. The Company will proceed to increase its charter capital based on the actual number of successfully distributed shares.
 - The distribution of any remaining unsold shares to other investors must satisfy the following conditions:
 - + Compliance with regulations on cross-ownership as stipulated in Article 195 of the Law on Enterprises No. 59/2020/QH14.



- + Compliance with regulations on handling shares for which investors failed to register or make payment, and fractional shares, as stipulated in Article 42 of Decree No. 155/2020/ND-CP.
- 20. Transfer Restrictions: Additional shares issued to existing shareholders are not subject to transfer restrictions. The remaining shares distributed to other investors shall be restricted from transfer for a period of 01 (one) year from the completion date of the offering.
- 21. Execution Timeline: Expected in 2026, after receiving the written approval from the State Securities Commission (SSC).
- 22. Offering Success Rate: Not applicable.
- 23. Additional registration of securities and additional registration for trading of shares: All successfully offered shares shall be additionally registered with the Vietnam Securities Depository and Clearing Corporation (VSDC) and additionally registered for trading on the Hanoi Stock Exchange (HNX) in accordance with applicable laws and regulations.
- 24. Change of Charter Capital: Approval of the amendments and supplements to the Company's Charter, and procedures for changing/adjusting the Enterprise Registration Certificate (ERC) based on the new capital level upon the conclusion of the offering.

Article.2.

Approving the detailed plan for utilizing the proceeds derived from the public offering of additional shares to existing shareholders, specially as follows:

All proceeds from the offering will be allocated for the purposes and in the respective order of priority as follows:

No	Content of capital utilization	Amount (VND)	Estimated disbursement schedule
1	Debt repayment to credit institutions	300.000.000.000	2026-2027
1.1	Repayment of bank loans owed to VIB Bank – Saigon Branch under Credit Agreement No. 1085680.25 dated August 27, 2025 and 1047158.26 dated June 26, 2026.	100.000.000.000	2026-2027
1.2	Repayment of bank loans owed to ACB Bank – Cong Hoa Branch under Credit Granting Agreement No. COH.DN.2740.100126 dated January 13, 2026 and its amendments and supplements.	100.000.000.000	2026-2027
1.3	Repayment of bank loans owed to Nam A Bank – An Dong Branch under Credit Line Agreement No. 0098/2025/902-CV dated May 16, 2025 and its amendments and supplements	100.000.000.000	2026-2027
2	Working capital supplementation for construction activities (payments to suppliers and subcontractors)	174.869.440.000	2026-2027

No	Content of capital utilization	Amount (VND)	Estimated disbursement schedule
2.1	Kim Son High-rise Apartment Investment and Construction Project	54.869.440.000	2026-2027
2.2	The Park Avenue Commercial, Service, Office and Apartment Complex Project.	40.000.000.000	2026-2027
2.3	Asia Primary, Lower Secondary and Upper Secondary School Project in Da Nang	40.000.000.000	2026-2027
2.4	Commercial Apartment Building Project along Huynh Tan Phat Street, Dong Da Ward, Quy Nhon City.	40.000.000.000	2026-2027
	Total	474.869.440.000	

In the event that the proceeds from the offering do not reach the expected amount, the Board of Directors (BOD) will consider utilizing other legitimate sources of capital to execute the set plan.

Article.3. Assigning/Authorizing the General Director to organize the implementation and execution of necessary tasks, sign relevant legal documents, and decide on arising issues in order to complete the public offering of additional shares to existing shareholders in accordance with the provisions of law and ensure the rights and interests of shareholders

Article.4. This Resolution takes effect from the date of signing hereof
Members of the Board of Directors, Supervisory Board, Executive Board, Departments and relevant individuals are responsible for implementing this Resolution./.

Recipient::

- As article 4;
- Save BOD's office.

**ON BEHALF OF THE BOD
CHAIRPERSON**

PHAM HUNG CUONG



No. 53/NQ-HDQT

HCMC, October 8th, 2026

RESOLUTION

(Re. The plan to ensure that the share issuance complies with regulations on foreign ownership limit)

THE BOARD OF DIRECTORS DESIGN AND CONSTRUCTION JOINT STOCK COMPANY NO. 1

Pursuant to

- Enterprise Law No. 59/2020/QH14 dated June 17, 2020, and its implementation guidelines;
- Securities Law No. 54/2019/QH14 dated November 26, 2019 and its implementation guidelines;
- The Charter of DECOFI;
- Resolution of the 1st Extraordinary General meeting of shareholders in 2026 No. 02/2026/NQ-ĐHĐCĐ dated 02/10/2026;
- Resolution of the Board of Directors No. 52/2026/NQ-HDQT Regarding the Implementation the plan for an additional public offering of shares to existing shareholders;
- Minutes of the Board of Directors' Meeting dated October 8th, 2026

RESOLVE

Article 1. To unanimously adopt the plan to ensure that the share issuance complies with regulations on foreign ownership limit, with details as follows:

- The maximum aggregate ownership limit for foreign investors and economic organizations with over 50% of charter capital held by foreign investors at DECOFI, in accordance with Official Dispatch No. 2377/UBCK-PTTT dated April 15, 2024 issued by the State Securities Commission, is 0% of the charter capital.
- The foreign ownership ratio of DECOFI as of September 07th, 2026 is 0.007% of the charter capital (based on the list of securities owners provided by the Vietnam Securities Depository and Clearing Corporation). DECOFI has had existing foreign shareholders prior to the determination of the 0% maximum foreign ownership limit.
- The additional public share offering plan for existing shareholders of DECOFI is a pro-rata share purchase rights issuance to existing shareholders. Shareholders shall be allocated purchase rights based on the list of securities owners on the record date provided by the Vietnam Securities Depository and Clearing Corporation.
- The BOD adopts the share issuance plan to ensure compliance with regulations on foreign ownership limit, with specific details as follows:
 - + The Company's shareholders are not permitted to transfer their purchase rights to foreign investors and economic organizations with over 50% of charter capital held by foreign investors.

- + When distributing the remaining unsubscribed shares (if any) as authorized by the General Meeting of Shareholders under Submission No. 34/2026/TT/DCF-HDQT dated September 11th, 2026, the Board of Directors shall not distribute such shares to foreign investors and economic organizations with over 50% of charter capital held by foreign investors.
- The Board of Directors commits to utilizing appropriate measures in accordance with applicable laws to ensure that the maximum foreign ownership limit at DECOFI complies with legal regulations.

Article 2. This Resolution takes effect from the date of signing hereof./.

Members of the Board of Directors, Board of Supervisors, Executive Board, departments and relevant individuals are responsible for implementing this Resolution.

Recipient::

- As article 2;
- BOD's office.

**ON BEHALF OF THE BOD
CHAIRPERSON**

(Signed)

PHAM HUNG CUONG



HCMC, October 8th 2026



No: 54/2026/NQ-HĐQT

RESOLUTION

"Re: Adoption of a plan for the offering of additional shares to existing shareholders"

**THE BOARD OF DIRECTORS
DESIGN AND CONSTRUCTION JOINT STOCK COMPANY NO.1**

Pursant to:

- Enterprise Law no. 59/2020/QH14 dated June 17, 2020 and its implementation guidelines;
- Securities Law no. 54/2019/QH14 dated November 26, 2019 and its implementation guidelines;
- The Charter of Design and Construction Joint Stock Company No. 1 (DECOFI);
- Resolution of the 1st Extraordinary general meeting of shareholders in 2026 No. 02/2026/NQ-ĐHĐCĐ dated October 2nd, 2026;
- Resolution of the Board of Directors No 52/2026/NQ-HĐQT re Implementing the plan for the public offering of additional shares to existing shareholders;
- Minutes of the Board of Directors dated October 8th 2026.

RESOLVE

Article 1. Unanimously approving the registration dossier for the public offering of additional shares to existing shareholders of Design And Construction Joint Stock Company No.1 in accordance with the Appendix attached to this Resolution.

Article 2. This Resolution takes effect from the date of signing hereof

Members of the Board of Directors, Supervisory Board, Executive Board, Departments and relevant individuals are responsible for implementing this Resolution./.

Recipient:

- As article 2;
- Save BOD's office.

ON BEHALF OF THE BOD

CHAIRPERSON

(Signed)

PHAM HUNG CUONG



**APPENDIX: THE REGISTRATION DOSSIER FOR THE PUBLIC OFFERING
OF ADDITIONAL SHARES TO EXISTING SHAREHOLDERS**

**(Attached to the Resolution of the Board of Directors No 54/2026/NQ-HĐQT dated
08/10/2026 on Approving the registration dossier for the public offering of
additional shares to existing shareholders)**

1. Registration Statement for public offering of Shares to existing shareholders No. 253/2026/CV-DCF dated October 8th 2026.
2. Enterprise Registration Certificate No. 0301248798 issued by the Department of Financial of Ho Chi Minh City, the first registration dated July 14th 2003, the registration of the 16th amendment dated July 06th /2026.
3. Proposal No.33/2026/TT/DCF-HĐQT dated September 11st, 2026 on the cancel of the plan for the public offering of additional shares to existing shareholders approved at the Annual General meeting of Shareholders dated April 14,2026.
4. Proposal No. 34/2026/TT/DCF-HĐQT dated September 11st, 2026 on approval the plan for the public offering of additional shares to existing shareholders.
5. Resolution of the 1st Extraordinary general meeting of shareholders in 2026 No. 02/2026/NQ-DHĐCĐ dated October 02nd 2026.
6. Company's Charter.
7. Audited separate and consolidated financial statements for 2024 (attached with Authorization Letter No.31.12.3/2024/NVA-GUQ dated December 31st 2024 from the Legal Representative of NVA Auditing Co., Ltd. To the Deputy General Director, and Authorization Letter No. 29/2025/UQ/DCF dated March 19th 2025 from the Legal Representative of Design and Construction Joint Stock Company No. 1 to the Deputy General Director).
8. Audited separate and consolidated financial statements 2025 (attached with Authorization Letter No.02.01.3/2026/NVA-GUQ dated January 02nd 2026 from the Legal Representative of NVA Auditing Co., Ltd. To the Deputy General Director, and Authorization Letter No. 20/2026/UQ/DCF dated February 24th 2026 from the Legal Representative of Design and Construction Joint Stock Company No. 1 to the Deputy General Director).
9. Reviewed separate and consolidated semi-annual financial statements for 2026.
10. Resolution of the Board of Directors No 52/2026/NQ-HĐQT dated October 8th 2026 on the Implementation of the plan for the public offering of additional shares to existing shareholders.
11. Resolution of the Board of Directors No 53/2026/NQ-HĐQT dated October 8th 2026 on the approval of the plan to ensure that the share issuance complies with regulations on foreign ownership limits.

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12. Document No 251/2026/CV-DCF dated October 8th 2026 of the Board of Directors on commitment to register the trading of shares on the Stock Exchange.
13. Document No 252/2026/CV-DCF dated October 8th 2026 on commitment to compliance with the regulation stipulated in point e, clause 1, article 15 of the Law on Securities.
14. Document No 912/2026/TB-NHNA-ĐVKD.919 dated October 7th 2026 of Nam A Bank-Phu My Hung Branch regarding the notification of the blockage of the account for receiving share purchase proceeds from the offering.
15. Audited report on the status of use of proceeds from the private placement of 10 million shares in 2025 as of October 6th 2026.
16. Advisory contract on the public offering of the additional shares to existing shareholders no 1504/2026/TV-PH/BMSC-DCF dated April 15th 2026.
17. Prospectus.
18. Documents related to the plan for the use of proceeds from the offering.

